

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION**

Walter W. Thiemann, on behalf of himself and of all others similarly situated,	:	Case No. C-1-00-793
Plaintiff,	:	Judge Sandra S. Beckwith
vs.	:	Magistrate Judge Hogan
OHSL Financial Corporation, et al.	:	AFFIDAVIT OF MICHAEL G. BRAUTIGAM
Defendants.	:	

STATE OF OHIO	:
	: SS:
COUNTY OF HAMILTON	:

**MICHAEL G. BRAUTIGAM, being duly sworn, deposes and states as
follows:**

1. I am one of the counsel for the plaintiffs in this action.
2. I make this affidavit in support of the motion for leave for the plaintiffs to submit a motion for reconsideration of the Order vacating class certification (Doc. No. 227).
3. On 10 January 2002 I attended a status conference in Magistrate Judge Hogan's chambers. During this status conference, I informed that Court that I wished to amend the complaint based on newly discovered evidence. Mr. Burke of KMK vehemently argued against allowing the

amendment, correctly predicting that the plaintiffs would sue KMK, since it was obvious from the then-recent testimony of Dinsmore attorneys Roe and Hertlein that KMK has a much larger role in the preparation of the Proxy Materials/Registration Statement than had been previously envisioned.

4. Magistrate Judge Hogan said that he would allow the plaintiffs to amend the complaint, and would set a deadline in a calendar Order, which he would issue shortly.
5. At no time did Magistrate Judge Hogan require that plaintiffs file a written motion for leave to amend the complaint since he had granted the oral motion.
6. The Third Amended Calendar Order (Doc. No 63) was signed the next day and filed on 14 January 2002. This Order set a deadline for amending the complaint of 8 February 2002, and plaintiffs complied with this deadline.
7. Plaintiffs amended the complaint based on Magistrate Judge Hogan's clear instructions to amend the complaint (not move to amend the complaint) since the plaintiffs has already moved to amend and received permission to amend.
8. Further support for this chronology of events is found in the transcript of the hearing on various discovery issues held in open court before Magistrate Judge Hogan on 23 May 2003. In this hearing, Magistrate

Judge Hogan clearly stated, "I granted a motion to amend the complaint."

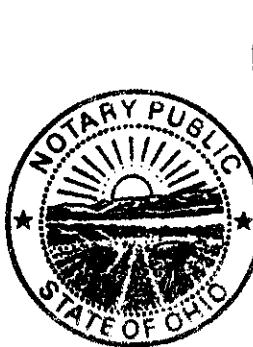
9. Plaintiffs never simply filed an amended complaint without the permission of the Court, but scrupulously complied with the Court's Orders.

FURTHER AFFIANT SAYETH NAUGHT



Michael G. Brautigam

Sworn to before me and subscribed in my presence this 24th day of December 2003.



GITESH VACHNANI
Notary Public, State of Ohio
My Commission Expires
July 30, 2008